

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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DATE FILED: <u>6/6/14</u>

IN RE MUNICIPAL DERIVATIVES
ANTITRUST LITIGATION

) MDL No. 1950

) Master Docket No. 08-02516 (VM) (GWG)

This Document Relates to:
ALL ACTIONS

ORDER AND FINAL JUDGMENT

ON BANK OF AMERICA, N.A. SETTLEMENT AGREEMENT

Class Plaintiff City of Baltimore, MD, Central Bucks School District and Bucks County Water & Sewer Authority ("Class Plaintiffs"), individually and on behalf of the putative class of purchasers in the above-captioned class action, and Defendant Bank of America, N.A. ("BoA") entered into a Settlement Agreement to fully and finally resolve the Class's claims against BoA. On December 12, 2013, the Court entered its Order granting preliminary approval of the proposed settlement ("BoA Preliminary Approval Order") (Docket No. 1828). Among other things, the BoA Preliminary Approval Order authorized Class Plaintiffs to disseminate notice of the settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to the Preliminary Approval Order and the Court held a fairness hearing on June 6, 2014.

Having considered Class Plaintiffs' Motion for Final Approval of Proposed Settlements with Defendant Bank of America, N.A. and Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc., oral argument presented at the fairness hearing, and the complete records and files in this matter,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction over the subject matter of this litigation.
2. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the Settlement Agreement.
3. “Actions” means *In re Municipal Derivatives Antitrust Litigation* and each of the cases previously or later consolidated and/or included as part of MDL Docket No. 1950, Master Docket No. 08-2516 (VM) (GWG).
4. The BoA Preliminary Approval Order outlined the form and manner by which the Class Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable efforts, as well as the publication of a summary notice in *The Wall Street Journal*. Proof that mailing and publication complied with the BoA Preliminary Approval Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23 and the requirements of due process. It provided due and adequate notice to the Class.
5. The Court approves, as to form and content, the initial Class Action Fairness Act (“CAFA”) Notice that was served within 10 days after the filing of the Motion for Preliminary Approval of the Settlement and the supplemental CAFA Notice that was served thereafter (an example of each Notice is attached as Exhibit A). The Court finds that the Attorney General of the United States, state attorneys general, Federal Reserve Board, and the Office of the Comptroller of the Currency have received notice of the Settlement Agreement in accordance with the terms of CAFA, 28 U.S.C. § 1715(b).
6. The settlement was attained following an extensive investigation of the facts. It

resulted from vigorous arm's-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

7. By order of this Court dated December 12, 2013 (Docket No. 1828), pursuant to Fed. R. Civ. P.23 and in light of the proposed settlement, the Court certified the following class for settlement purposes (the "BoA Settlement Class"):

All state, local and municipal government entities, independent government agencies and private entities that (i) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions directly from Defendant or any Alleged Provider Defendant or Alleged Provider Co-Conspirator, or (ii) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions brokered by any Alleged Broker Defendant or Alleged Broker Co-Conspirator, at any time from January 1, 1992 through August 18, 2011, in the United States and its territories or for delivery in the United States or its territories. .

..

Excluded from the Settlement Class are (a) any entity that provides BoA with a release of any claims it may have against BoA as a result of opting into the State AG Settlement; (b) any State whose Attorney General enters into the State AG Settlement; (c) any entity that has otherwise settled with Defendant and/or otherwise provided as a release of any claims it may have against Defendant; (d) BoA; and (e) any Alleged Provider Defendant, Alleged Provider Co-Conspirator, Alleged Broker Defendant and Alleged Broker Co-Conspirator. Also excluded from the Class are any judge, justice or judicial officer presiding over this matter and the members of their immediate families and judicial staffs. *Id.*

8. Final approval of Class Plaintiffs' settlement with Defendant BoA is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is fair, reasonable, and adequate to the Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Class's reaction to the settlement, and the result achieved.

9. The entities identified on Exhibit B hereto have timely and validly requested

exclusion from the Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this settlement.

10. Pursuant to this Order and Final Judgment, solely with respect to BoA, any and all manner of claims, demands, rights, actions, suits, counterclaims, cross claims, set offs, causes of action of any type, whether class, individual or otherwise in nature, fees, costs, penalties, fines, debts, expenses, attorney fees, damages whenever incurred, and liabilities of any nature whatsoever (including joint and several), known or unknown, suspected or unsuspected, asserted or unasserted, common law, equitable or statutory, which BoA Settlement Class Members or any of them, whether directly, representatively, derivatively, or in any other capacity, ever had, now have or hereafter can, shall or may have, relating in any way to any conduct prior to the date of the BoA Settlement Agreement arising out of or related in any way to (i) the purchase of Municipal Derivatives Transactions in the United States or its territories or for delivery in the United States or any of its territories during the period from January 1, 1992 to August 18, 2011, or (ii) any conduct alleged in the Actions or that could have been alleged in the Action are hereby dismissed with prejudice and without costs.

11. Releasees (as defined in the Settlement Agreement) are discharged and released from all Released Claims (as defined in the Settlement Agreement) by all Releasors (as defined in the Settlement Agreement) and such Releasors hereby permanently fully, finally, and forever release, relinquish, and discharge, and (regardless of whether they seek or obtain any distribution from the settlement fund) will covenant not to sue, and will be barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against the Releasees.

12. The Escrow Account established by Class Plaintiffs' Co-Lead Counsel and BoA that shall be funded in the amount of \$20,528,804.91 is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

13. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

14. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Settlement Agreement; (c) any application for attorneys' fees and reimbursement made by Plaintiffs' Counsel; (d) any application for notice and administration costs, taxes and tax expenses fees; (e) any application for incentive awards for the Class Plaintiffs; and (f) the distribution of the settlement proceeds to the Class Members.

15. Pursuant to Fed. R. Civ. P. 54, and finding no just reason for delay, the Court hereby directs the entry of final judgment as to Defendant BoA.

16. This Order shall become effective immediately.

IT IS SO ORDERED.

Dated: June 6, 2014



HON. VICTOR MARRERO
UNITED STATES DISTRICT JUDGE

EXHIBIT A

KING & SPALDING

King & Spalding LLP
1700 Pennsylvania Ave, NW
Suite 200
Washington, D.C. 20006-4707
Tel: +1 202 737 0500
Fax: +1 202 626 3737
www.kslaw.com

Michael J. Ciatti
Direct Dial: (202) 661-7828
mciatti@kslaw.com

December 13, 2013

VIA U.S. MAIL

Hon. Eric H. Holder, Jr.
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue NW
Washington, DC 20530-0001

**Re: Class Action Fairness Act of 2005 Notification re:
In re Municipal Derivatives Antitrust Litig.
MDL No. 1950, Master Docket No. 08-2516**

Dear Attorney General Holder:

Pursuant to the Class Action Fairness Act of 2005 ("CAFA"), 28 U.S.C. §1715, Bank of America, N.A., ("the Bank"), hereby serves notice of a proposed settlement in the *In re Municipal Derivatives Antitrust Litig.*, MDL No. 1950, Master Docket No. 08-2516 (S.D.N.Y.) (the "Action") pending in the United States District Court for the Southern District of New York (the "Court"). Contemporaneous with this notification, the Bank is also providing notice to the officials identified in Attachment A hereto.

A motion for preliminary approval of a proposed settlement in the Action was filed with the Court on December 4, 2013. In compliance with the requirements set forth in CAFA, 28 U.S.C. §1715(b), the Bank encloses a CD containing copies of the following documents related to the Action:

1. The original complaint, entitled "Consolidated Class Action Complaint," dated August 22, 2008 (identified on the CD as Exhibit 1);
2. The second complaint, entitled "Second Consolidated Class Action Complaint," dated June 18, 2009 (identified on the CD as Exhibit 2);
3. The third complaint, entitled "Third Consolidated Class Action Complaint," dated March 8, 2013 (identified on the CD as Exhibit 3);

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4. A corrected third complaint, entitled "Corrected Third Consolidated Class Action Complaint," dated October 9, 2013 (identified on the CD as Exhibit 4); and

5. The motion entitled "Class Plaintiffs' Motion for Preliminary Approval of Settlement with Defendant Bank of America" (the "Motion") (identified on the CD as Exhibit 5);

6. The accompanying memorandum of law entitled "Class Plaintiffs' Memorandum in Support of Uncontested Motion for Preliminary Approval of Settlement with Defendant Bank of America, N.A." (identified on the CD as Exhibit 6);

7. The accompanying "Declaration of Michael D. Hausfeld in Support of Plaintiffs' Uncontested Motion for Preliminary Approval of Settlement with Defendant Bank of America, N.A." (identified on the CD as Exhibit 7); and

8. The "Settlement Agreement" dated October 18, 2013 ("Settlement Agreement") submitted to the Court for its preliminary approval as part of the Motion (identified on the CD as Exhibit 8).

In addition, the Bank encloses a hard copy of the Order, dated December 12, 2013, entitled "Order Preliminarily Approving Class Action Settlement" (the "Order").

As of the date of this letter, proposed settlement notifications to be disseminated to putative class members informing them of, among other things, the proposed class action settlement and the members' rights to request exclusion have not been filed with the Court. The Bank will provide a supplemental letter including copies of the proposed notifications promptly after class plaintiffs submit them to the Court for approval.

Pursuant to 28 U.S.C. §1715(b)(7), the Bank states that it is not currently feasible to provide the names of individual Class Members who reside in each State, or a reasonable estimate of the number of class members residing in each State, and the estimated proportionate share of the claims of such members to the entire settlement.

The proposed class includes all state, local and municipal government entities, independent government agencies, quasi-government, non-profit, and private entities that (i) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions (as defined in the Settlement Agreement) from the Bank or other Alleged Provider Defendant or Alleged Provider Co-Conspirator (as defined in the Settlement Agreement), or (ii) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions (as defined in the Settlement Agreement) brokered by any Alleged Broker Defendant or Alleged Broker Co-Conspirator (as defined in the Settlement Agreement), at any time from January 1, 1992 through August 18, 2011. Excluded from the class are (i) the Bank; (ii) any entity that provided the Bank with a release of any claims it may have a result of opting into the State AG Settlement (as defined in the Settlement Agreement) or otherwise; (iii) any Alleged Provider Defendant, Alleged Provider Co-Conspirator, Alleged Broker Defendant and Alleged Broker Co-Conspirator (as defined in the Settlement Agreement); and (iv) any judge, justice or judicial

December 13, 2013
Page 3

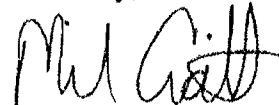
officer presiding over the matter and members of their families and judicial staffs. Also excluded from the class are those persons who timely and validly request exclusion from the class.

The Bank further states that, as of the date of this letter:

- (i) The Court has scheduled a Fairness Hearing on June 6, 2014 at 10:30 a.m. The Court has not scheduled any other hearings regarding the Motion.
- (ii) The Court has issued an order, dated December 12, 2013, preliminarily approving the settlement, which is enclosed with this letter. No other written judicial opinion or order relating to the settlement has been issued.
- (iii) The Court has not ordered any final judgment or notice of dismissal.
- (iv) All other filings and orders of the Court in the above-referenced action are posted on the website for the United States District Court for the Southern District of New York, which may be accessed at <http://nysd.uscourts.gov/ecf.php>.

If you have any questions, please feel free to contact me.

Sincerely,



Michael J. Ciatti

Enclosure

cc: Brendan Dowd (Bank of America, N.A.)

ATTACHMENT A

Linda Cunningham
Bank of America Corporation
Office of the Comptroller of the Currency
101 S. Tyron Street
NC1-002-11-34, 11th Floor
Charlotte, NC 28255

Horace G. Sneed, Director
Litigation Division
Office of the Comptroller of the Currency
250 E Street, SW
Washington, DC 20219

Michelle Gluck, Senior Vice President and
General Counsel
Federal Reserve Bank of Richmond
701 E. Byrd Street
Richmond, VA 23219

Luther Strange
Alabama Attorney General
501 Washington Avenue
P.O. Box 300152
Montgomery, AL 36130-0152

Michael C. Geraghty
Alaska Attorney General
P.O. Box 110300
Juneau, AK 99811-0030

Thomas C. Horne
Arizona Attorney General
1275 W. Washington St.
Phoenix, AZ 85007-2926

Dustin McDaniel
Arkansas Attorney General
323 Center Street, Suite 200
Little Rock, AR 72201-2610

Kamala D. Harris
California Attorney General
1300 I Street, Suite 1740
Sacramento, CA 95814

John W. Suthers
Colorado Attorney General
Ralph L. Carr Colorado Judicial Center
1300 Broadway, 10th Floor
Denver, CO 80203

George Jepsen
Connecticut Attorney General
55 Elm St.
Hartford, CT 06106

Joseph R. Biden, III
Delaware Attorney General
Carvel State Office Building
820 N. French Street
Wilmington, DE 19801

Irvin Nathan
District of Columbia Attorney General
441 4th Street NW, Suite 1100S
Washington, DC 20001

Pam Bondi
Florida Attorney General
The Capitol
PL-01
Tallahassee, FL 32399-1050

Sam Olens
Georgia Attorney General
40 Capitol Square SW
Atlanta, GA 30334-1300

David Louie
Hawaii Attorney General
425 Queen St.
Honolulu, HI 96813

Lawrence Wasden
Idaho Attorney General
Office of the Attorney General
700 W. Jefferson Street, Suite 210
P.O. Box 83720
Boise, ID 83720-0010

Lisa Madigan
Illinois Attorney General
James R. Thompson Ctr.,
100 W. Randolph St.
Chicago, IL 60601

Greg Zoeller
Indiana Attorney General
Indiana Government Center South
5th Floor
302 West Washington Street
Indianapolis, IN 46204

Tom Miller
Iowa Attorney General
Hoover State Office Bldg.
1305 E. Walnut Street
Des Moines, IA 50319

Derek Schmidt
Kansas Attorney General
120 S.W. 10th Ave., 2nd Fl.
Topeka, KS 66612-1597

Jack Conway
Kentucky Attorney General
Capitol Building
700 Capitol Avenue, Suite 118
Frankfort, KY 40601-3449

James D. Caldwell
Louisiana Attorney General
P.O. Box 94005
Baton Rouge, LA 70804-4095

Janet T. Mills
Maine Attorney General
6 State House Station
Augusta, ME 04333

Douglas F. Gansler
Maryland Attorney General
200 St. Paul Place
Baltimore, MD 21202-2202

Martha Coakley
Massachusetts Attorney General
One Ashburton Place
Boston, MA 02108-1518

Bill Schuette
Michigan Attorney General
G. Mennen Williams Bldg., 7th Floor
525 W. Ottawa St.
P.O. Box 30212
Lansing, MI 48909-0212

Lori Swanson
Minnesota Attorney General
1400 Bremer Tower
445 Minnesota Street
St. Paul, MN 55101

Jim Hood
Mississippi Attorney General
P.O. Box 220
Jackson, MS 39205

Chris Koster
Missouri Attorney General
Supreme Ct. Bldg.
207 W. High St.
P.O. Box 897
Jefferson City, MO 65102

Tim Fox
Montana Attorney General
Department of Justice
215 N. Sanders
P.O. Box 201401
Helena, MT 59620-1401

Jon Bruning
Nebraska Attorney General
2115 State Capitol
P.O.Box 98920
Lincoln, NE 68509-8920

Catherine Cortez Masto
Nevada Attorney General
Old Supreme Ct. Bldg.

100 N. Carson St.
Carson City, NV 89701

Joseph A. Foster
New Hampshire Attorney General
33 Capitol St.
Concord, NH 03301

John Jay Hoffman
New Jersey Attorney General (Acting)
Richard J. Hughes Justice Complex
25 Market Street
P.O. Box 080
Trenton, NJ 08625-0080

Gary King
New Mexico Attorney General
P.O. Drawer 1508
Santa Fe, NM 87504-1508

Eric Schneiderman
New York Attorney General
Dept. of Law
The Capitol - 2nd Fl.
Albany, NY 12224-0341

Roy Cooper
North Carolina Attorney General
9001 Mail Center
Raleigh, NC 27699-9001

Wayne Stenehjem
North Dakota Attorney General
State Capitol
600 E. Boulevard Ave.
Dept. 125
Bismarck, ND 58505-0040

Mike DeWine
Ohio Attorney General
State Office Tower
30 E. Broad St., 14th Floor
Columbus, OH 43215

Scott Pruitt
Oklahoma Attorney General
313 NE 21st Street
Oklahoma City, OK 73105

Ellen F. Rosenblum
Oregon Attorney General
Oregon Department of Justice
1162 Court St. NE
Salem, OR 97301

Kathleen Kane
Pennsylvania Attorney General
Strawberry Square, 16th Floor
Harrisburg, PA 17120

Peter Kilmartin
Rhode Island Attorney General
150 S. Main St.
Providence, RI 02903

Alan Wilson
South Carolina Attorney General
Rembert C. Dennis Office Bldg.
P.O.Box 11549
Columbia, SC 29211-1549

Marty J. Jackley
South Dakota Attorney General
1302 East Highway 14, Suite 1
Pierre, SD 57501-8501

Robert E. Cooper, Jr.
Tennessee Attorney General
P.O. Box 20207
Nashville, TN 37202-0207

Greg Abbott
Texas Attorney General
Capitol Station
P.O.Box 12548
Austin, TX 78711-2548

John Swallow
Utah Attorney General
350 North State Street

Suite 230
Salt Lake City, UT 84114-2310

William H. Sorrell
Vermont Attorney General
109 State St.
Montpelier, VT 05609-1001

Ken Cuccinelli
Virginia Attorney General
900 East Main Street
Richmond, VA 23219

Bob Ferguson
Washington Attorney General
1125 Washington St. SE
PO Box 40100
Olympia, WA 98504-0100

Patrick Morrissey
West Virginia Attorney General
State Capitol Complex
Bldg. 1, Room E-26
Charleston, WV 25305

J.B. Van Hollen
Wisconsin Attorney General
Wisconsin Department of Justice
State Capitol, Room 114 East
P.O. Box 7857
Madison, WI 53707-7857

Peter K. Michael
Wyoming Attorney General
State Capitol Bldg.
123 Capitol Building
200 W. 24th Street
Cheyenne, WY 82002

KING & SPALDING

King & Spalding LLP
1700 Pennsylvania Ave, NW
Suite 200
Washington, D.C. 20006-4707
Tel: +1 202 737 0500
Fax: +1 202 626 3737
www.kslaw.com

Michael J. Ciatti
Direct Dial: (202) 661-7828
mciatti@kslaw.com

December 27, 2013

VIA U.S. MAIL

Hon. Eric H. Holder, Jr.
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue NW
Washington, DC 20530-0001

**Re: Class Action Fairness Act of 2005 Supplemental Notification re:
In re Municipal Derivatives Antitrust Litig.
MDL No. 1950, Master Docket No. 08-2516**

Dear Attorney General Holder:

Pursuant to the Class Action Fairness Act of 2005 ("CAFA"), 28 U.S.C. §1715, Bank of America, N.A., ("the Bank"), hereby serves supplemental notice of a proposed settlement in the *In re Municipal Derivatives Antitrust Litig.*, MDL No. 1950, Master Docket No. 08-2516 (S.D.N.Y.) (the "Action") pending in the United States District Court for the Southern District of New York (the "Court"). This supplemental notice includes documents that were filed on December 20, 2013, and therefore not yet filed as of the Bank's original CAFA notice, dated December 13, 2013. Contemporaneous with this supplemental notification, the Bank is also providing notice to the officials identified in Attachment A hereto.

In compliance with the requirements set forth in CAFA, the Bank encloses a CD containing copies of the following documents related to the Action, which supplement the documents provided with the December 13, 2013 notice:

1. Class Plaintiffs' Motion to Approve Notice Program and Forms Related to Settlements with Defendant Bank of America, N.A., and Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc. (identified on the CD as Exhibit 1);
2. Class Plaintiffs' Memorandum of Law in Support of Motion to Approve Notice Program and Forms Related to Settlements with Defendant Bank of America, N.A., and Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc. (identified on the CD as Exhibit 2);

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3. The Declaration of Seth Ard in Support of Motion to Approve Notice Program and Forms Related to Settlements with Defendant Bank of America, N.A., and Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc. (identified on the CD as Exhibit 3);

4. The Declaration of Katherine Lloyd and accompanying exhibits A, B, C, D, E, F, and G (identified on the CD as Exhibit 4); and

5. The Order, dated December 26, 2013, entitled "Order Approving Notice Plan And Forms Related To Settlements With Defendant Bank Of America, N.A. And Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, And GE Funding Capital Market Services, Inc." (the "Order") (identified on the CD as Exhibit 5).

The Court has scheduled a Fairness Hearing on June 6, 2014 at 10:30 a.m. The Court has not scheduled any other hearings regarding the Class Plaintiffs' settlement with the Bank.

If you have any questions, please feel free to contact me.

Sincerely,

Michael J. Ciatti

Michael J. Ciatti

Enclosure

cc: Brendan Dowd (Bank of America, N.A.)

ATTACHMENT A

Linda Cunningham
Bank of America Corporation
Office of the Comptroller of the Currency
101 S. Tyron Street
NC1-002-11-34, 11th Floor
Charlotte, NC 28255

Horace G. Sneed, Director
Litigation Division
Office of the Comptroller of the Currency
250 E Street, SW
Washington, DC 20219

Michelle Gluck, Senior Vice President and
General Counsel
Federal Reserve Bank of Richmond
701 E. Byrd Street
Richmond, VA 23219

Luther Strange
Alabama Attorney General
501 Washington Avenue
P.O. Box 300152
Montgomery, AL 36130-0152

Michael C. Geraghty
Alaska Attorney General
P.O. Box 110300
Juneau, AK 99811-0030

Thomas C. Horne
Arizona Attorney General
1275 W. Washington St.
Phoenix, AZ 85007-2926

Dustin McDaniel
Arkansas Attorney General
323 Center Street, Suite 200
Little Rock, AR 72201-2610

Kamala D. Harris
California Attorney General
1300 I Street, Suite 1740
Sacramento, CA 95814

John W. Suthers
Colorado Attorney General
Ralph L. Carr Colorado Judicial Center
1300 Broadway, 10th Floor
Denver, CO 80203

George Jepsen
Connecticut Attorney General
55 Elm St.
Hartford, CT 06106

Joseph R. Biden, III
Delaware Attorney General
Carvel State Office Building
820 N. French Street
Wilmington, DE 19801

Irvin Nathan
District of Columbia Attorney General
441 4th Street NW, Suite 1100S
Washington, DC 20001

Pam Bondi
Florida Attorney General
The Capitol
PL-01
Tallahassee, FL 32399-1050

Sam Olens
Georgia Attorney General
40 Capitol Square SW
Atlanta, GA 30334-1300

David Louie
Hawaii Attorney General
425 Queen St.
Honolulu, HI 96813

Lawrence Wasden
Idaho Attorney General
Office of the Attorney General
700 W. Jefferson Street, Suite 210
P.O. Box 83720
Boise, ID 83720-0010

Lisa Madigan
Illinois Attorney General
James R. Thompson Ctr.,
100 W. Randolph St.
Chicago, IL 60601

Greg Zoeller
Indiana Attorney General
Indiana Government Center South
5th Floor
302 West Washington Street
Indianapolis, IN 46204

Tom Miller
Iowa Attorney General
Hoover State Office Bldg.
1305 E. Walnut Street
Des Moines, IA 50319

Derek Schmidt
Kansas Attorney General
120 S.W. 10th Ave., 2nd Fl.
Topeka, KS 66612-1597

Jack Conway
Kentucky Attorney General
Capitol Building
700 Capitol Avenue, Suite 118
Frankfort, KY 40601-3449

James D. Caldwell
Louisiana Attorney General
P.O. Box 94005
Baton Rouge, LA 70804-4095

Janet T. Mills
Maine Attorney General
6 State House Station
Augusta, ME 04333

Douglas F. Gansler
Maryland Attorney General
200 St. Paul Place
Baltimore, MD 21202-2202

Martha Coakley
Massachusetts Attorney General
One Ashburton Place
Boston, MA 02108-1518

Bill Schuette
Michigan Attorney General
G. Mennen Williams Bldg., 7th Floor
525 W. Ottawa St.
P.O. Box 30212
Lansing, MI 48909-0212

Lori Swanson
Minnesota Attorney General
1400 Bremer Tower
445 Minnesota Street
St. Paul, MN 55101

Jim Hood
Mississippi Attorney General
P.O. Box 220
Jackson, MS 39205

Chris Koster
Missouri Attorney General
Supreme Ct. Bldg.
207 W. High St.
P.O. Box 897
Jefferson City, MO 65102

Tim Fox
Montana Attorney General
Department of Justice
215 N. Sanders
P.O. Box 201401
Helena, MT 59620-1401

Jon Bruning
Nebraska Attorney General
2115 State Capitol
P.O.Box 98920
Lincoln, NE 68509-8920

Catherine Cortez Masto
Nevada Attorney General
Old Supreme Ct. Bldg.

100 N. Carson St.
Carson City, NV 89701

Joseph A. Foster
New Hampshire Attorney General
33 Capitol St.
Concord, NH 03301

John Jay Hoffman
New Jersey Attorney General (Acting)
Richard J. Hughes Justice Complex
25 Market Street
P.O. Box 080
Trenton, NJ 08625-0080

Gary King
New Mexico Attorney General
P.O. Drawer 1508
Santa Fe, NM 87504-1508

Eric Schneiderman
New York Attorney General
Dept. of Law
The Capitol - 2nd Fl.
Albany, NY 12224-0341

Roy Cooper
North Carolina Attorney General
9001 Mail Center
Raleigh, NC 27699-9001

Wayne Stenehjem
North Dakota Attorney General
State Capitol
600 E. Boulevard Ave.
Dept. 125
Bismarck, ND 58505-0040

Mike DeWine
Ohio Attorney General
State Office Tower
30 E. Broad St., 14th Floor
Columbus, OH 43215

Scott Pruitt
Oklahoma Attorney General
313 NE 21st Street
Oklahoma City, OK 73105

Ellen F. Rosenblum
Oregon Attorney General
Oregon Department of Justice
1162 Court St. NE
Salem, OR 97301

Kathleen Kane
Pennsylvania Attorney General
Strawberry Square, 16th Floor
Harrisburg, PA 17120

Peter Kilmartin
Rhode Island Attorney General
150 S. Main St.
Providence, RI 02903

Alan Wilson
South Carolina Attorney General
Rembert C. Dennis Office Bldg.
P.O.Box 11549
Columbia, SC 29211-1549

Marty J. Jackley
South Dakota Attorney General
1302 East Highway 14, Suite 1
Pierre, SD 57501-8501

Robert E. Cooper, Jr.
Tennessee Attorney General
P.O. Box 20207
Nashville, TN 37202-0207

Greg Abbott
Texas Attorney General
Capitol Station
P.O.Box 12548
Austin, TX 78711-2548

John Swallow
Utah Attorney General
350 North State Street

Suite 230
Salt Lake City, UT 84114-2310

William H. Sorrell
Vermont Attorney General
109 State St.
Montpelier, VT 05609-1001

Ken Cuccinelli
Virginia Attorney General
900 East Main Street
Richmond, VA 23219

Bob Ferguson
Washington Attorney General
1125 Washington St. SE
PO Box 40100
Olympia, WA 98504-0100

Patrick Morrissey
West Virginia Attorney General
State Capitol Complex
Bldg. I, Room E-26
Charleston, WV 25305

J.B. Van Hollen
Wisconsin Attorney General
Wisconsin Department of Justice
State Capitol, Room 114 East
P.O. Box 7857
Madison, WI 53707-7857

Peter K. Michael
Wyoming Attorney General
State Capitol Bldg.
123 Capitol Building
200 W. 24th Street
Cheyenne, WY 82002

EXHIBIT B

EXHIBIT B – REQUEST FOR EXCLUSIONS FOR BoA

ENTITY	ADDRESS
1. The Association of Classical and Christian Schools	P.O. Box 9741 Moscow, ID 83843
2. City of Ocheyedan	868 Main Street P.O. Box 129 Ocheyedan, IA 51354
3. City of Stockton	P.O. Box 239 Stockton, MN 55988
4. Lobo Energy, Inc.	800 Bradbury Dr. S.E. Suite 216 Albuquerque, NM 87106
5. Lesterville R-IV School District	P.O. Box 120 Lesterville, MO 63654
6. City of Tallmadge	46 North Ave. Tallmadge, OH 44278
7. New Bremen Local School District	901 E. Monroe Street New Bremen, OH 45869
8. Genesee Intermediate School District	2413 W. Maple Ave. Flint, MI 48507
9. Clayton Municipal Schools	323 S. 5th Street Clayton, NM 88415
10. City of St. Joseph, Missouri	c/o City Attorney's Office 1100 Fredrick Ave. St. Joseph, MO 64501
11. City of St. Joseph, Missouri	401 S. 7th Street St. Joseph, MO 64501
12. City of St. Joseph, Missouri	904 S. 10th Street St. Joseph, MO 64503
13. City of St. Joseph, Missouri	701 Lower Lake Rd. St. Joseph, MO 64504
14. City of St. Joseph, Missouri	411 Jules St. Joseph, MO 64501
15. City of St. Joseph, Missouri	1920 Grand Ave. St. Joseph, MO 64505
16. City of St. Joseph, Missouri	2500 S.W. Parkway St. Joseph, MO 64503
17. City of St. Joseph, Missouri	100 North 4th St. Joseph, MO 64501
18. City of St. Joseph, Missouri	717 Edmond Street St. Joseph, MO 64501

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19. City of St. Joseph, Missouri	3302 Pacific St. Joseph, MO 64507
20. City of St. Joseph, Missouri	2402 S. 36th Street St. Joseph, MO 64507
21. City of St. Joseph, Missouri	2202 Waterworks Rd. St. Joseph, MO 64505
22. City of St. Joseph, Missouri	1502 MacArthur Dr. St. Joseph, MO 64505
23. City of St. Joseph, Missouri	2701 S.W. Parkway St. Joseph, MO 64507
24. City of St. Joseph, Missouri	100 S. 10th Street St. Joseph, MO 64501
25. City of St. Joseph, Missouri	501 Faraon St. Joseph, MO 64501
26. City of St. Joseph, Missouri	100 B N.W. Rosecrans Rd. St. Joseph, MO 64503
27. City of St. Joseph, Missouri	9431 50th Rd. S.E. St. Joseph, MO 64507
28. City of St. Joseph, Missouri	3405 South Belt Hwy. St. Joseph, MO 64503
29. City of St. Joseph, Missouri	2316 S. 3rd St. Joseph, MO 64501
30. City of St. Joseph, Missouri	702 S. 5th St. Joseph, MO 64501
31. City of St. Joseph, Missouri	611 Angelique St. Joseph, MO 64501
32. City of St. Joseph, Missouri	3500 State Route 759 St. Joseph, MO 64504
33. Tyler County (County of Tyler)	100 W. Bluff Room 110 Woodville, TX 75979
34. Tina-Avalon R-II Public School	11896 Hwy. 65 Tina, MO 64682
35. City of Gladwin	1000 W. Cedar Ave. Gladwin, MI 48624
36. Alvina Elementary Charter School District	295 W. Saginaw Ave. Caruthers, CA 93609
37. The Town Council of the Town of Paoli, Indiana	110 N. Gospel Street Paoli, IN 47454
38. The Town of Paoli, Indiana	110 N. Gospel Street Paoli, IN 47454
39. Paoli Building Corporation	110 N. Gospel Street Paoli, IN 47454

EXHIBIT B – REQUEST FOR EXCLUSIONS FOR BoA

40. City of Troy, Missouri	800 Cap Au Gris Troy, MO 63379 201 Main Street Troy, MO 63379
41. City of Oakland	c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612
<i>City of Oakland - duplicate</i>	<i>c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612</i>
<i>City of Oakland - duplicate</i>	<i>c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612</i>
<i>City of Oakland – duplicate</i>	<i>c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612</i>
<i>City of Oakland - duplicate</i>	<i>c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612</i>
42. Iowa Western Community College Foundation (or IWCC Foundation)	2700 College Rd. Box 4-C Council Bluffs, IA 51502
43. The Commonwealth of Massachusetts and all entities for which the Attorney General of the Commonwealth of Massachusetts is the sole authorized legal representative.	1 Ashburton Place 18th Floor Boston, MA 02108
44. East Bay Delta Housing & Finance Agency	5517 Geary Blvd. Suite 206 San Francisco, CA 94121
45. Leland Public School(s)	200 N. Grand Ave. P.O. Box 498 Leland, MI 49654
46. County of Alameda	Office of the County Counsel 1221 Oak Street, Suite 450 Oakland, CA 94612
47. City of San Jose	c/o Office of the City Attorney 200 E. Santa Clara Street San Jose, CA 95113
48. San Jose Redevelopment Agency	200 E. Santa Clara Street San Jose, CA 95113

EXHIBIT B – REQUEST FOR EXCLUSIONS FOR BoA

49. City of San Jose Redevelopment Agency	200 E. Santa Clara Street San Jose, CA 95113
50. Redevelopment Agency of the City of San Jose	200 E. Santa Clara Street San Jose, CA 95113
51. San Jose Financing Authority	200 E. Santa Clara Street San Jose, CA 95113
52. City of San Jose Financing Authority	200 E. Santa Clara Street San Jose, CA 95113
53. Fresno County Financing Authority	2281 Tulare Street, Room 105 Fresno, CA 93721 c/o Office of the Fresno County Counsel 2220 Tulare Street, Suite 500 Fresno, CA 93721
54. County of Fresno	2281 Tulare Street, Room 304 Fresno, CA 93721 2281 Tulare Street, Room 105 Fresno, CA 93721 c/o Office of the Fresno County Counsel 2220 Tulare Street, Suite 500 Fresno, CA 93721
55. City of Fresno	c/o Office of the Fresno City Attorney 2600 Fresno Street, 2nd Floor Fresno, CA 93721
56. Saginaw Charter Township	4980 Shattuck Rd. P.O. Box 6400 Saginaw, MI 48608